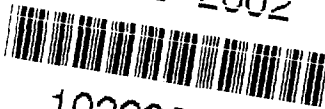


11-26-2002

OCT 28

Form PT 1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office



102293071

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Greyrock Capital, a Division of Banc of America Commercial Finance Corporation

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: ICOD Acquisition Corporation

Internal Address:

Street Address: 120 North Meadow Rd.

City: Midfield State: MA Zip: 02052

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Declaration under 37 CFR 2.20

Execution Date: 10/13/02

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/841,840

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Paula D. Morris

Internal Address: Paula D. Morris & Associates, P.C. 2925 Briarpark, Suite 930

Street Address: Same

City: Houston State: Texas Zip: 77042

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed (Check No.: 2553) Authorized to be charged to deposit account

8. Deposit account number:

50-0997 (POTP-4008)

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Scott D. Compton

Name of Person Signing

Signature

10-24-02

Date

4

Total number of pages including cover sheet, attachments, and document:

11/26/2002 LNUJELLER 00000037 75841840

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:8521

40.00 OP

TRADEMARK REEL: 002622 FRAME: 0085

6. Pursuant to the Guarantee, ICOD, Inc., guaranteed certain obligations of Petopia.com, Inc.

7. Assets in which Greyrock was granted a security interest by ICOD, Inc., include federally-registered servicemark, "In the Company of Dogs," Reg. No. 1,996,009, and servicemark application "ICOD," Ser. No. 75/841,840.

The undersigned being warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, and that such willful false statements and the like may jeopardize the validity of the application or document or any registration resulting therefrom, declares that all statements made of his/her own knowledge are true; and all statements made on information and belief are believed to be true.

SIGNED this 13th day of October, 2002.



SCOTT VERTREES

2
DECLARATION OF SCOTT VERTREES